

## 51-102F3 Material Change Report [F]

### Item 1 Name and Address of Company

Benton Capital Corp.  
700, 1199 West Hastings Street  
Vancouver, BC V6E 3T5

### Item 2 Date of Material Change

June 11, 2014

### Item 3 News Release

The news release dated June 11, 2014 was disseminated through Canada Stockwatch and Market News under section 7.1 of National Instrument 51-102.

### Item 4 Summary of Material Change

Please refer to attached news release.

### Item 5 Full Description of Material Change

#### 5.1 Full Description of Material Change

Please refer to attached news release.

#### 5.2 Disclosure for Restructuring Transactions

N/A

### Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

N/A

### Item 7 Omitted Information

N/A

### Item 8 Executive Officer

Stephen Stares, CEO, Benton Capital Corp.

### Item 9 Date of Report

June 12, 2014

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## **BENTON CAPITAL SIGNS ENGAGEMENT AGREEMENT WITH JACOB SECURITIES INC. TO RAISE UP TO \$5 MILLION**

June 11, 2014

**Thunder Bay, Ontario:** Benton Capital Corp. (TSXV: BTC) ("Benton" or the "Company") is pleased to provide a further update to its April 14, 2014 news release wherein it announced that it had signed a binding letter of intent ("LOI") to acquire a 100% interest in Folium Life Science Inc. ("Folium"), a private medical marijuana company, with its head office located in Abbotsford, British Columbia (the "Transaction").

Benton has now signed an engagement agreement with Jacob Securities Inc. ("JSI") to arrange, on a best efforts basis, a financing of up to \$5 million to be completed on or before August 15, 2014 (the "Financing"). The Financing shall be completed at a minimum price of \$0.25 per unit subsequent to a 2:1 consolidation of Benton's shares (the "Consolidation"), each unit consisting of one common share and one half of a share purchase warrant exercisable at \$0.50 for 24 months. The warrants will have a 30 day acceleration clause if the VWAP of the Company's common shares is \$0.75 or greater for 10 days. The proceeds from the financing will be held in trust until the closing of the Transaction.

As contemplated in the LOI, Benton has now entered into a formal share exchange agreement to give effect to the Transaction. Pursuant to the terms of the share exchange agreement which supersedes the LOI (the "Share Exchange Agreement"), Benton will acquire all of the shares of Folium from the Folium shareholders in exchange for 13.5 million common shares of Benton post Consolidation resulting in Folium becoming a wholly owned subsidiary of Benton.

A summary of the key terms and timelines for completion of the Transaction are as follows (some of which have already been achieved):

- Benton filing for review its listing statement to list on the Canadian Securities Exchange ("CSE"), which filing has been completed.
- Benton arranging the Financing to be conducted by JSI which, as announced herein, is in progress.
- Folium signing the exclusive licensing agreements with Medicalmarijuana.ca and the Greenleaf Medical Clinic Inc., both of which have a considerable history in the medical marijuana sector and have developed significant data bases applicable to the sector, which license agreements were signed effective May 27, 2014.
- Benton completing and publishing its Information Circular containing the material in support of the plan of arrangement (the "Plan of Arrangement") pursuant to which the Company will divest, on a pro rata basis to its current shareholders, the 61 million Coro Mining Corp. shares it holds and disclosing that it has received an order from the Supreme Court of British Columbia dated June 6, 2014, authorizing the company to convene an annual and special meeting of its shareholders on July 8, 2014.
- Benton holding the annual and special meeting of its shareholders, which is currently scheduled for July 8, 2014, and for its shareholders to approve the Plan of Arrangement, the Consolidation, the change of name and the Transaction, with the required voting approval thresholds being met for each such matter.
- Upon Benton receiving shareholder approval, it will then need to obtain the final order of the Supreme Court of British Columbia approving the matters described in the Plan of Arrangement.
- In conjunction with the closing of the Transaction Benton will complete the Consolidation and the Financing and then issue 13.5 million shares to acquire Folium.
- Fonda Betts, President and CEO of Folium will be appointed to the position of President and CEO of the Company following the closing of the Transaction and;

- Benton Capital Corp. will change its name to Folium Life Science Ltd. on closing of the Transaction.

The closing of the Transaction is subject to obtaining all applicable regulatory and shareholder approvals.

Stephen Stares, Company President and CEO commented "We are very pleased with our progress and the positive reception we have received from the financial institutions and corporations that have been introduced to the Transaction. The Company looks forward to working with Jacob Securities Inc. as they have an exceptional understanding of the medical marijuana space and represent a significant opportunity for us to build the right team to be very successful in this new sector. We believe that the Folium Life Science team will be a leading medical marijuana producer, seller and educator in all aspects of this emerging medical marijuana market.

#### **About Jacob Securities Inc.**

Jacob Securities Inc. is an independent full-service investment bank providing underwriting and financial advisory services to companies in the renewable power, infrastructure, energy and mining sectors. The firm, which is headquartered in Toronto, primarily services small and mid-cap issuers in North America and around the world.

#### **About Folium Life Science Inc.:**

Folium Life Science Inc. is a private company incorporated under the Business Corporations Act (British Columbia), which is in the business of creating a facility for the production and distribution of medical marijuana with the intention of ultimately becoming a Licensed Commercial Producer pursuant to the Health Canada's Marihuana for Medical Purpose Regulations (MMPR). Folium's head office is located in Abbotsford, British Columbia. Folium has planned and negotiated for a medical marijuana production and distribution facility outside of Victoria, BC. Folium's application to be issued a "Ready to Build" letter entitling it to build a production facility for the growing of medical marijuana, under Health Canada's Marihuana for Medical Purpose Regulations (MMPR) is currently under final review by Health Canada.

#### **About Benton Capital Corp.:**

The Company currently has approximately \$1.5 million in cash. In addition to the cash, the Company holds 61,000,000 shares (approximately 38%) of Coro Mining Corp. ("Coro"). The Company also holds 1,566,623 warrants of Coro exercisable at \$0.15 until December 20, 2016. In addition, Benton holds no debt and has a very low burn rate.

On behalf of the Board of Directors of Benton Capital Corp,  
"Stephen Stares"  
Stephen Stares, President and CEO

**THE TSX VENTURE EXCHANGE HAS NOT REVIEWED AND DOES NOT ACCEPT RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.**

*The information contained herein contains "forward-looking statements" within the meaning of applicable securities legislation. Forward-looking statements relate to information that is based on assumptions of management, forecasts of future results, and estimates of amounts not yet determinable. Any statements that express predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance are not statements of historical fact and may be "forward-looking statements."*

*Forward-looking statements are subject to a variety of risks and uncertainties which could cause actual events or results to differ from those reflected in the forward-looking statements, including, without limitation: risks related to failure to obtain adequate financing on a timely basis and on acceptable terms; risks related to the outcome of legal proceedings; political and regulatory risks associated with mining and exploration; risks related to the maintenance of stock exchange listings; risks related to environmental regulation and liability; the potential for delays in exploration or development activities or the completion of feasibility studies; the uncertainty of profitability; risks and uncertainties relating to the interpretation of drill results, the geology, grade and continuity of mineral deposits; risks related to the inherent uncertainty of production and cost estimates and the potential for unexpected costs and expenses; results of prefeasibility and feasibility studies, and the possibility that future exploration, development or mining*

*results will not be consistent with the Company's expectations; risks related to gold price and other commodity price fluctuations; and other risks and uncertainties related to the Company's prospects, properties and business detailed elsewhere in the Company's disclosure record. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in forward-looking statements. Investors are cautioned against attributing undue certainty to forward-looking statements. These forward looking statements are made as of the date hereof and the Company does not assume any obligation to update or revise them to reflect new events or circumstances. Actual events or results could differ materially from the Company's expectations or projections.*

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